

United States Bankruptcy Court
District of Minnesota

In re Bowles Sub Parcel D, LLC
 Debtor

Case No. 11-44434

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	12,856,000.00		
B - Personal Property	Yes	4	1,460,311.54		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		11,855,077.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		3,298,933.22	
G - Executory Contracts and Unexpired Leases	Yes	4			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		17			
Total Assets			14,316,311.54		
Total Liabilities				15,154,010.22	

United States Bankruptcy Court
District of Minnesota

In re Bowles Sub Parcel D, LLC

Debtor

Case No. 11-44434Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- ☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re Bowles Sub Parcel D, LLCCase No. 11-44434Debtor**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Bass Lake Business Center, 5701 & 5749 International Pkwy, Plymouth, MN PID 06-118-21-32-0006; 2011 EMV as provided by County (legal description attached on Attachment A)	Fee simple	-	1,800,000.00	1,659,858.40 *
Cahill Business Center, 7677 Cahill Rd, Edina, MN PID 08-116-21-44-0018; 2011 EMV as provided by County (legal description attached on Attachment A)	Fee simple	-	3,299,200.00	3,042,336.00 **
Larc Industrial Park III, 1300-1320 Larc Industrial Blvd, Burnsville, MN PIDs 02-44300-060-01 and 02-44300-070-01; 2011 EMV provided by County (legal description attached on Attachment A)	Fee simple	-	1,503,600.00	1,386,535.10 *
Larc Industrial Park VII, 11901 Larc Industrial Blvd, Burnsville, MN PID 02-44300-022-02; 2011 EMV provided by County (legal description attached on Attachment A)	Fee simple	-	1,571,100.00	1,448,779.80 *
Penn Corporate, 9655 Penn Ave S, Bloomington, MN PID 16-027-24-23-0022; 2011 EMV provided by County (legal description attached on Attachment A)	Fee simple	-	2,138,000.00	1,971,543.00 *
University Center I & II, 7976-7990, and 7920-7954 University Center, Fridley, MN PIDs 02-30-24-32-0027 and 02-30-24-32-0028; 2011 EMV provided by the County (legal description attached on Attachment A)	Fee simple	-	2,544,100.00	2,346,025.40 *

* Prorated figure for mortgages listed on Schedule D on all properties.

** This property is subject to litigation which has resulted in orders granting equitable relief as to this property.

Sub-Total > 12,856,000.00 (Total of this page)

Total > 12,856,000.00

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

Fenton Sub Parcel D, LLC
AND
Bowles Sub Parcel D, LLC

Schedule A – Legal Descriptions

Bass Lake Business Center

The Land referred to is situated in the State of Minnesota, County of Hennepin, and is described as follows:

Lot 1, Block 1, Science Industry Park, Hennepin County, Minnesota, filed as Official Plat 7709 in Volume 1896 beginning Page 571635, as R.T. doc. No. 1345224 and C.R. Doc. No. 4500263.

Part of which is registered property described as follows: That part of Lot 1, Block 1, Science Industry Park, lying West of the West line of the Northeast Quarter of the Southwest Quarter of Section 6, Township 118, Range 21.

(Certificate of Title No.1131061)

Fenton Sub Parcel D, LLC
AND
Bowles Sub Parcel D, LLC

Schedule A – Legal Descriptions

Cahill Business Center

The land referred to is situated in the State of Minnesota, County of Hennepin, and is described as follows:

Lot 2, Block 1, Atwood Station Second Addition, Hennepin County, Minnesota.

Part of which is registered property described as follows: That part of Lot 2, Block 1, Atwood Station Second Addition, embraced within Lot 2, Block 1, Atwood Station Subdivision.

(Certificate of Title No.1131061)

Fenton Sub Parcel D, LLC
AND
Bowles Sub Parcel D, LLC

Schedule A – Legal Descriptions

Larc Industrial Park III

The Land referred to is situated in the State of Minnesota, County of Dakota, and is described as follows:

Lots 6 and 7, except the Westerly 290 feet of said Lot 7, as measured along the North and South lines of said Lot 7, all in Block 1, Larc Industrial Park, according to the recorded plat thereof, Dakota County, Minnesota.

(Abstract)

Fenton Sub Parcel D, LLC
AND
Bowles Sub Parcel D, LLC

Schedule A – Legal Descriptions

Larc Industrial Park VII

The Land referred to is situated in the State of Minnesota, County of Dakota, and is described as follows:

The North 433 feet of Lot 2, Block 2, Larc Industrial Park, according to the recorded plat thereof, filed October 15, 1970, as Doc. No. 377285.

(Abstract)

Fenton Sub Parcel D, LLC
AND
Bowles Sub Parcel D, LLC

Schedule A – Legal Descriptions

Penn Corporate

The Land referred to is situated in the State of Minnesota, County of Hennepin, and is described as follows:

Parcel 1:

Lot 1, Block 1, Warrington 1st Addition (plat filed March 10, 1975, in Book 205 of Plats, Page 16 as R.D. Doc. No. 4131476), Hennepin County, Minnesota.

Parcel 2:

All right, title, and interest in and to that certain non-exclusive easement for sewer, storm drains and public or private water mains and/or lines created pursuant to the Easement Agreement dated August 30, 1977, filed October 12, 1977, as Document No. 4323840.

(All Abstract)

Fenton Sub Parcel D, LLC
AND
Bowles Sub Parcel D, LLC

Schedule A – Legal Descriptions

University Center I and II

The Land referred to is situated in the State of Minnesota, County of Anoka, and is described as follows:

Parcel 1:

Tract A:

Lots 4, 5 and 6, Block 3, UNIVERSITY INDUSTRIAL PARK (plat filed May 21, 1987, in Book 32 of Plats on page 11), Anoka County, Minnesota.

Tract B:

Non-exclusive easements appurtenant to Lot 4, Block 3, University Industrial Park, over the South 30 feet of the West 20 feet of Lot 3, Block 3, University Industrial Park, as set forth in Reciprocal Easement dated January 8, 1982, filed January 14, 1982, as Document No. 584513, Office of County Recorder, Anoka County, Minnesota.

Parcel 2:

Tract A:

Lots 7 and 8, Block 3, UNIVERSITY INDUSTRIAL PARK (plat filed May 21, 1987, in Book 32 of Plats on page 11), Anoka County, Minnesota.

Tract B:

Non-exclusive appurtenant easement over portions of Lots 4, 5 and 6, Block 3, UNIVERSITY INDUSTRIAL PARK, as set forth in Easement dated February 23, 1983, filed March 25, 1983, as Document No. 609870, Office of County Recorder, Anoka County, Minnesota.

(All Abstract)

In re Bowles Sub Parcel D, LLCCase No. 11-44434Debtor**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Crown Bank (ending in 1921)	-	89,231.00
		Berkadia Reserve Account - TI/LC Reserve (amt as of 3/31/11)	-	73,539.00
		Berkadia Reserve Account - Repair Reserve (amt as of 3/31/11)	-	13,891.00
		Berkadia Reserve Account - Replacement Reserve (amt as of 3/31/11)	-	62,445.00
		Berkadia Reserve Account - Debt Service Reserve (amt as of 3/31/11)	-	183,636.00
		Berkadia Reserve Account - Tax & Insurance Escrow (amt as of 3/31/11)	-	278,336.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		Xcel Energy	-	412.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			

Sub-Total > 701,490.00
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re Bowles Sub Parcel D, LLCCase No. 11-44434Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Charles White Inc. d/b/a Whitehall Companies [Judgment entered in 2010]	-	717,152.62
		Accounts Receivable	-	12,588.39
		Bowles Sub Parcel A , LLC & Fenton Sub Parcel A, LLC	-	29,080.53
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			

Sub-Total > **758,821.54**
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

In re Bowles Sub Parcel D, LLCCase No. 11-44434Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			

Sub-Total > 0.00
(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

In re Bowles Sub Parcel D, LLC

Case No. 11-44434

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

In re Bowles Sub Parcel D, LLCCase No. 11-44434

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.			Mortgage on all Debtor's real property Security Interest in Debtor's assets Assignment of Leases & Rents					
CW Capital as Special Servicer for Wells Fargo Bank NA, ttee 7501 Wisconsin Ave, Ste 500 Bethesda, MD 20814	X	-					10,535,365.00	0.00
Value \$			14,316,311.54					
Account No.			Mortgage on all Debtor's real property					
Steven B. Hoyt 275 Market St, Ste 439 Minneapolis, MN 55405	X	-					1,319,712.00	0.00
Value \$			12,856,000.00					
Account No.								
Value \$								
Account No.								
Value \$								
Subtotal (Total of this page)							11,855,077.00	0.00
Total (Report on Summary of Schedules)							11,855,077.00	0.00

0 continuation sheets attached

In re Bowles Sub Parcel D, LLCCase No. 11-44434Debtor**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Bowles Sub Parcel D, LLCCase No. 11-44434

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Legal services				
Anthony Ostlund Baer & Louwagi 90 S Seventh St, Ste 3600 Minneapolis, MN 55402	X	-					23,234.92
Account No.			Inter company loan				
Bowles Sub Parcel B, LLC & Fenton Sub Parcel B, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	X	-					147,320.00
Account No.			Inter company loan				
Bowles Sub Parcel C, LLC & Fenton Sub Parcel C, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	X	-					425,489.18
Account No.			Legal services				
Cameron Law Office 33 S Sixth St, Ste 4100 Minneapolis, MN 55402	X	-					8,718.75
Subtotal (Total of this page)							604,762.85

3 continuation sheets attached

In re Bowles Sub Parcel D, LLCCase No. 11-44434

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Utilities				
CenterPoint Energy PO Box 1144 Minneapolis, MN 55440	X -					276.30
Account No.		Utilities				
City of Bloomington - Water 1800 W Old Shakopee Rd Minneapolis, MN 55431	X -					262.00
Account No.		Services				
Curbside Lawn Care 9084 Windsor Ct Savage, MN 55378	X -					17,916.88
Account No.		Services and lease commissions.				
Hoyt Properties, Inc. 275 Market St, Ste 439 Minneapolis, MN 55405	X -					220,895.93
Account No.		Money advanced to Debtor				
Steven B. Hoyt 275 Market St, Ste 439 Minneapolis, MN 55405	X -					2,247,076.00
Sheet no. <u>1</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						2,486,427.11

In re Bowles Sub Parcel D, LLCCase No. 11-44434

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Integra Telecom PO Box 2966 Milwaukee, WI 53201	X -		Telephone services				558.92
Account No. Messerli & Kramer P.A. 100 S Fifth St, Ste 1400 Minneapolis, MN 55402	X -		Legal services				199,322.46
Account No. Tim Mulcahy c/o Scott Harris, Esq. 150 S Fifth St, Ste 2300 Minneapolis, MN 55402	X -		NOTICE ONLY (Party to litigation with Debtor)			X	Unknown
Account No. Timothy M. Kelley, Esq. Leonard Street & Deinard 150 S Fifth St, Ste 2300 Minneapolis, MN 55402			Representing: Tim Mulcahy				Notice Only
Account No. United Operations, Inc. 1740 Annapolis Ln N Minneapolis, MN 55441	X -		Services				7,713.82
Sheet no. <u>2</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page) 207,595.20

In re Bowles Sub Parcel D, LLCCase No. 11-44434

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No.							
Xcel Energy PO Box 9477 Minneapolis, MN 55472	X -		Utilities				148.06
Account No.							
Account No.							
Account No.							
Account No.							
Account No.							
Sheet no. <u>3</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							148.06
							Total (Report on Summary of Schedules)
							3,298,933.22

In re Bowles Sub Parcel D, LLCCase No. 11-44434Debtor**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
'nMotion Dance Center LLC 7950 University Ave NE Minneapolis, MN 55432	University Center II, Lease of Suite 7950 (through 9/14/14)
ABRA, Inc. 6601 Shingle Creek Pkwy #200 Minneapolis, MN 55430	University Center 1, Lease of Suite 7976 (through 10/31/14)
Adams Pest Control, Inc. 922 Highway 55, Ste 100 Hamel, MN 55340	Bass Lake Business Center - Pest Control (quarterly) Larc Industrial Park III - Pest Control (quarterly) Larc Industrial Park VII - Pest Control (quarterly) Penn Corporate - Pest Control (quarterly) University Center I - Pest Control (quarterly) University Center II - Pest Control
B & H Tax & Accounting LLC 7970 University Ave NE Minneapolis, MN 55432	University Center 1, Lease of Suite 7970 (through 11/30/13)
Berkness Swiss, LLC 333 Washington Ave N Ste B500 Minneapolis, MN 55401	Larc Industrial Park III, Lease of Ste 1320 (through 11/30/14)
Cable Net PO Box 480022 Minneapolis, MN 55448	University Center II, Lease of Suite 7934 (through 12/31/99)
Connolly Consulting Associates Wilton Corporate Dr 50 Danbury Rd Wilton, CT 06897	University Center II, Lease of Suite 7920 (through 11/30/12)
Corporation Service Company 8040 Excelsior Dr, Ste 200 Madison, WI 53717	Service Agreement
Curbside Lawn Care 9084 Windsor Ct Savage, MN 55378	Bass Lake Business Center - Landscape services & snow removal Lark Industrial Park III - Landscape services & snow removal Lark Industrial Park VII - Landscape services & snow removal Penn Corporate - Landscape services & snow removal University I & II - Landscape services & snow removal

In re Bowles Sub Parcel D, LLCCase No. 11-44434Debtor**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Dalbec Roofing 2285 Daniels St Long Lake, MN 55356	Larc Industrial Park III - Annual Roof maintenance & inspection Larc Industrial Park VII - Annual Roof maintenance & inspection University Center I - Annual Roof maintenance & inspection University Center II - Annual Roof maintenance & inspection
Dianne's Custom Candles 11901 Larc Industrial Blvd Burnsville, MN 55337	Larc Industrial Park VII, Lease of entire building (through 1/31/12)
Edina ISD 276 7677 Cahill Rd Ste 200	Cahill Business Center, Lease of Ste 200 (through 12/31/99)
Express Fire Protection Svcs 1630 - 91st Ave, Ste 103 Minneapolis, MN 55449	Bass Lake Business Center - Sprinkler (fire) maintenance Lark Industrial Park III - Sprinkler (fire) maintenance Lark Industrial Park VII - Sprinkler (fire) maintenance Penn Corporate - Sprinkler (fire) maintenance University Center I - Sprinkler (fire) maintenance University Center II - Sprinkler (fire) maintenance
Fastenal Company PO Box 30022 01MNTCY - Attn Prop Manager Winona, MN 55987	Bass Lake Business Center, Lease of Suite 5719 (through 5/31/2014)
Patrick & Kristin Flanagan 7984 University Ave NE Minneapolis, MN 55432	University Center 1, Lease of Suite 7984 (through 12/31/13)
GAB Robins North America 300 N Martingale Rd #750 Schaumburg, IL 60173	Cahill Business Center, Lease of Ste 250 (through 5/31/12)
Hoffman Weber Construction Inc 7932 University Ave NE Minneapolis, MN 55432	University Center II, Lease of Suite 7932 (through 4/30/13)
Hoyt Properties, Inc. 275 Market St, Ste 439 Minneapolis, MN 55405	Property management services for all properties
It's Hard Times, Inc. 160 First St SE, Ste A Saint Paul, MN 55112	University Center 1, Lease of Suite 7968 (through 10/31/11)
Kidney Specialists of MN 6200 Shingle Creek Pkwy #300 Minneapolis, MN 55430	University Center 1, Lease of Suite 7990 (through 1/31/16)

In re Bowles Sub Parcel D, LLCCase No. 11-44434Debtor**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
L-1 Identity Secure Credential 296 Concord Rd Third Floor Billerica, MA 01821	University Center II, Lease of Suite 7936 (through 1/31/12)
Lee Carlson Center for Mental Health 7954 University Ave NE Minneapolis, MN 55432	University Center II, Lease of Suite 7954 (through 8/30/18)
Lee Manufacturing LLC 7942 University Ave NE Minneapolis, MN 55432	University Center II, Lease of Suite 7942 (through 10/31/11)
Masterson Personnel, Inc. 7924 University Ave NE Minneapolis, MN 55432	University Center II, Lease of Suite 7924 (through 7/31/16)
Minnesota Computers, Inc. 5733 International Pkwy Minneapolis, MN 55428	Bass Lake Business Center, Lease of Suite 5703 AND Bass Lake Business Center, Lease of Suite 5733 (through 11/30/13)
Packaging Specialists, Inc. W130N10751 Washington Dr Germantown, WI 53022	Bass Lake Business Center, Lease of Suite 5725 (through 8/31/11)
Patriot Insurance Agency 7964 University Ave Minneapolis, MN 55432	University Center 1, Lease of Suite 7964 (through 4/30/13)
Red-D-Arc, Inc. 667 S Service Rd, PO Box 40 Grimsby ON L3M 2Y7 CANADA	Larc Industrial Park III, Lease of Ste 1300 (through 12/31/12)
ROC, Inc. 7163 - 37th St Ct N Saint Paul, MN 55128	University I & II - Janitorial Services
Silent Knight 9057 Lyndale Ave S Minneapolis, MN 55420	Monthly fire sprinkler monitoring
STS Temps, Inc. 7986 University Ave NE Minneapolis, MN 55432	University Center 1, Lease of Suite 7986 (through 8/31/15) AND University Center 1, Lease of Suite 7988A (through 8/31/15)
System Design Advantage, L.L.C. 9655 Penn Ave S Minneapolis, MN 55431	Penn Corporate, Lease of entire building (through 6/30/11)

In re Bowles Sub Parcel D, LLC

Case No. 11-44434

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Travelers Property & Casualty Susan Winiarski 4CR One Tower Square Hartford, CT 06183	Blanket Insurance Policy (Policy No. 630867K1087) (covers additional properties, not owned by Debtor)
United Operations, Inc. 1740 Annapolis Ln N Minneapolis, MN 55441	Bass Lake Business Center - Building Maintenance; HVAC; Common Area services Larc Industrial Park III - Building Maintenance; HVAC; Common Area services Larc Industrial Park VII - Building Maintenance; HVAC; Common Area services Penn Corporate Center - Building Maintenance; HVAC; Common Area services University I & II - Building - Building Maintenance; HVAC; Common Area services
World Taekwondo Academy 6493 Sycamore Ct Osseo, MN 55369	Bass Lake Business Center, Lease of Suite 5749 (through 11/30/2014)
Zycko USA, LLC 7667 Cahill Rd Ste 400 Minneapolis, MN 55439	Cahill Business Center, Lease of Ste 400 (through 2/28/12)

In re Bowles Sub Parcel D, LLCCase No. 11-44434Debtor**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Bowles Subsidiary, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Steven B. Hoyt 275 Market St, Ste 439 Minneapolis, MN 55405
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	CW Capital as Special Servicer for Wells Fargo Bank NA, ttee 7501 Wisconsin Ave, Ste 500 Bethesda, MD 20814
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Anthony Ostlund Baer & Louwagi 90 S Seventh St, Ste 3600 Minneapolis, MN 55402
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Bowles Sub Parcel B, LLC & Fenton Sub Parcel B, LLC 275 Market St, Ste 439 Minneapolis, MN 55405
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Bowles Sub Parcel C, LLC & Fenton Sub Parcel C, LLC 275 Market St, Ste 439 Minneapolis, MN 55405
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Cameron Law Office 33 S Sixth St, Ste 4100 Minneapolis, MN 55402
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	CenterPoint Energy PO Box 1144 Minneapolis, MN 55440
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	City of Bloomington - Water 1800 W Old Shakopee Rd Minneapolis, MN 55431
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Curbside Lawn Care 9084 Windsor Ct Savage, MN 55378
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Hoyt Properties, Inc. 275 Market St, Ste 439 Minneapolis, MN 55405
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Integra Telecom PO Box 2966 Milwaukee, WI 53201

In re Bowles Sub Parcel D, LLC

Case No. 11-44434

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Messerli & Kramer P.A. 100 S Fifth St, Ste 1400 Minneapolis, MN 55402
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Tim Mulcahy c/o Scott Harris, Esq. 150 S Fifth St, Ste 2300 Minneapolis, MN 55402
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	United Operations, Inc. 1740 Annapolis Ln N Minneapolis, MN 55441
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Xcel Energy PO Box 9477 Minneapolis, MN 55472
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Steven B. Hoyt 275 Market St, Ste 439 Minneapolis, MN 55405
Fenton Sub Parcel D, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Steven B. Hoyt 275 Market St, Ste 439 Minneapolis, MN 55405
Fenton Subsidiary, LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Steven B. Hoyt 275 Market St, Ste 439 Minneapolis, MN 55405
StoneArch II/WCSE Minneapolis Industrial LLC 275 Market St, Ste 439 Minneapolis, MN 55405	Steven B. Hoyt 275 Market St, Ste 439 Minneapolis, MN 55405

**United States Bankruptcy Court
District of Minnesota**

In re Bowles Sub Parcel D, LLC
Debtor(s)

Case No. 11-44434
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Manager of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 19 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date June 29, 2011

Signature /s/ Steven B. Hoyt
Steven B. Hoyt
Chief Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court District of Minnesota

In re Bowles Sub Parcel D, LLC

Debtor(s)

Case No. 11-44434Chapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$568,242.61

SOURCE
2011 YTD: Gross Income (through 4/30/11)

\$1,681,343.18

2010: Gross Income

\$1,611,108.08

2009: Gross Income

2. Income other than from employment or operation of business

None

☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Budget Paving c/o Randy Peterson 1680 Colonial St Shakopee, MN 55379	5/26/11	\$8,550.00	\$0.00
CenterPoint Energy PO Box 4671 Houston, TX 77210-4671	4/14/11; 4/26/11; 5/13/11; 5/26/11; 6/8/11; 6/16/11	\$7,079.37	\$276.30
Curbside Lawn Care 9084 Windsor Ct Savage, MN 55378	4/14/11; 4/21/11; 5/13/11; 6/8/11; 6/16/11	\$69,672.94	\$17,916.88
Minnesota Roadways Co. 4370 Valley Industrial Blvd S Shakopee, MN 55379	5/25/11	\$20,199.66	\$0.00
United Operations, Inc. 1740 Annapolis Ln N Minneapolis, MN 55441	4/14/11; 4/21/11; 5/13/11; 6/8/11; 6/16/11	\$23,320.05	\$7,713.82
Xcel Energy PO Box 9477 Minneapolis, MN 55472	4/14/11; 5/13/11; 5/26/11; 6/8/11; 6/16/11	\$7,599.35	\$148.06
CW Capital as Special Servicer for Nomura Credit & Capital 7501 Wisconsin Ave, Ste 500 Bethesda, MD 20814	3/31/11; 4/20/11	\$217,000.00	\$10,535,365.00

None

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Steven B. Hoyt 275 Market St, Ste 439 Minneapolis, MN 55405	Mortgage to Steven B. Hoyt on 4/27/11	\$0.00	\$1,319,712.00

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Tim Mulcahy vs. Fenton Sub Parcel D, LLC, et al. 27-CV-08-598	Civil action based on agreement to sell on parcel of property	Hennepin County	Orders entered; action still pending

- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
---	--	--------------------------------------

6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
----------------------------------	--	------------------	--------------------------------------

7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Fredrikson & Byron PA 200 S 6th St Ste 4000 Minneapolis, MN 55402	See Statement of Attorney Compensation	

10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Steven B. Hoyt 275 Market St, Ste 439 Minneapolis, MN 55405 Chief Manager	4/27/11	Mortgage given.

- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
B & H Tax & Accounting LLC 7970 University Ave NE Minneapolis, MN 55432	Security Deposit - \$1,100.00	Crown Bank (acct. ending in 1921)
Berkness Swiss, LLC 333 Washington Ave N Ste B500 Minneapolis, MN 55401	Security Deposit - \$7,200.00	Crown Bank (acct. ending in 1921)
Cable Net PO Box 480022 Minneapolis, MN 55448	Security Deposit - \$1,551.74	Crown Bank (acct. ending in 1921)
Connolly Consulting Associates Wilton Corporate Dr 50 Danbury Rd Wilton, CT 06897	Security Deposit - \$2,500.00	Crown Bank (acct. ending in 1921)
Dianne's Custom Candles 11901 Larc Industrial Blvd Burnsville, MN 55337	Security Deposit - \$12,425.00	Crown Bank (acct. ending in 1921)
Fastenal Company PO Box 30022 01MNTCY - Attn Prop Manager Winona, MN 55987	Security Deposit - \$3,000.00	Crown Bank (acct. ending in 1921)
Patrick & Kristin Flanagan 7984 University Ave NE Minneapolis, MN 55432	Security Deposit - \$600.00	Crown Bank (acct. ending in 1921)
Hoffman Weber Construction Inc 7932 University Ave NE Minneapolis, MN 55432	Security Deposit - \$1,420.00	Crown Bank (acct. ending in 1921)
It's Hard Times, Inc. 160 First St SE, Ste A Saint Paul, MN 55112	Security Deposit - \$1,050.00	Crown Bank (acct. ending in 1921)
Kidney Specialists of MN 6200 Shingle Creek Pkwy #300 Minneapolis, MN 55430	Security Deposit - \$3,923.00	Crown Bank (acct. ending in 1921)

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
L-1 Identity Secure Credential 296 Concord Rd Third Floor Billerica, MA 01821	Security Deposit - \$1,600.00	Crown Bank (acct. ending in 1921)
Lee Carlson Center for Mental Health 7954 University Ave NE Minneapolis, MN 55432	Security Deposit - \$4,800.00	Crown Bank (acct. ending in 1921)
Lee Manufacturing LLC 7942 University Ave NE Minneapolis, MN 55432	Security Deposit - \$1,285.00	Crown Bank (acct. ending in 1921)
Masterson Personnel, Inc. 7924 University Ave NE Minneapolis, MN 55432	Security Deposit - \$3,035.00	Crown Bank (acct. ending in 1921)
Minnesota Computers, Inc. 5733 International Pkwy Minneapolis, MN 55428	Security Deposit - \$8,500.00	Crown Bank (acct. ending in 1921)
'nMotion Dance Center LLC 7950 University Ave NE Minneapolis, MN 55432	Security Deposit - \$3,300.00	Crown Bank (acct. ending in 1921)
Packaging Specialists, Inc. W130N10751 Washington Dr Germantown, WI 53022	Security Deposit - \$3,500.00	Crown Bank (acct. ending in 1921)
Patriot Insurance Agency 7964 University Ave Minneapolis, MN 55432	Security Deposit - \$700.00	Crown Bank (acct. ending in 1921)
STS Temps, Inc. 7986 University Ave NE Minneapolis, MN 55432	Security Deposit - \$1,498.24	Crown Bank (acct. ending in 1921)
System Design Advantage, L.L.C 9655 Penn Ave S Minneapolis, MN 55431	Security Deposit - \$9,000.00	Crown Bank (acct. ending in 1921)
World Taekwondo Academy 6493 Sycamore Ct Osseo, MN 55369	Security Deposit - \$2,650.00	Crown Bank (acct. ending in 1921)
Zycko USA, LLC 7667 Cahill Rd Ste 400 Minneapolis, MN 55439	Security Deposit - \$8,111.50	Crown Bank (acct. ending in 1921)

15. Prior address of debtor

None

☐

If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS
708 S Third St, Ste 108
Minneapolis, MN 55415

NAME USED

DATES OF OCCUPANCY
2004-2009

16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NAME				

None ☐ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Hoyt Properties, Inc.
275 Market St, Ste 439
Minneapolis, MN 55405

DATES SERVICES RENDERED

3/2007 - present

Boulay, Heutmaker, Zibell & Co
7500 Flying Cloud Dr, Ste 800
Eden Prairie, MN 55344

None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

Boulay, Heutmaker, Zibell & Co

ADDRESS

7500 Flying Cloud Dr, Ste 800
Eden Prairie, MN 55344

DATES SERVICES RENDERED

3/2007 - present

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

Hoyt Properties, Inc.
3/2007 - present

ADDRESS

275 Market St, Ste 439
Minneapolis, MN 55405

Boulay, Heutmaker, Zibell & Co

7500 Flying Cloud Dr, Ste 800
Eden Prairie, MN 55344

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

Berkadia Commerical Mortgage LLC
6955 Union Park Center, Ste 450
Midvale, UT 84047

DATE ISSUED

Quarterly since June 2007

Commerce Bank
7650 Edinborough Way, Ste 150
Minneapolis, MN 55435

Monthly (2009-2011)

NAME AND ADDRESS
 CWCapital Asset Management LLC
 7501 Wisconsin Ave, Ste 500
 Bethesda, MD 20814

DATE ISSUED
 Monthly (October 2010 - March 2011)

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21 . Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Steven B. Hoyt 275 Market St, Ste 439 Minneapolis, MN 55405	Chief Manager	
Bowles Subsidiary, LLC 275 Market St, Ste 439 Minneapolis, MN 55405		Sole Member of Bowles Sub Parcel D, LLC
StoneArch II/WCSE Minneapolis Industrial LLC 275 Market St, Ste 439 Minneapolis, MN 55405		Sole member of Bowles Subsidiary, LLC
WCSE Minneapolis Industrial Investor LLC 275 Market St, Ste 439 Minneapolis, MN 55405		71.8% member of StoneArch II/WCSE Minneapolis Industrial LLC
StoneArch II, LLC 275 Market St, Ste 439 Minneapolis, MN 55405		28.2% member of StoneArch II/WCSE Minneapolis Industrial LLC
Steven B. Hoyt 275 Market St, Ste 439 Minneapolis, MN 55405		Sole member of WCSE Minneapolis Industrial Investor LLC and 20% member of StoneArch II, LLC

22 . Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

- None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

- None ☐ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date June 29, 2011

Signature /s/ Steven B. Hoyt
Steven B. Hoyt
Chief Manager

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
District of Minnesota**

In re Bowles Sub Parcel D, LLC

Debtor(s)

Case No.

Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Bowles Subsidiary, LLC 275 Market St, Ste 439 Minneapolis, MN 55405			Sole Member of Bowles Sub Parcel D, LLC

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date June 29, 2011

Signature /s/ Steven B. Hoyt
Steven B. Hoyt

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
District of Minnesota**

In re Bowles Sub Parcel D, LLC

Debtor(s)

Case No. 11-44434

Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: June 29, 2011

/s/ Steven B. Hoyt

Steven B. Hoyt/Chief Manager
Signer/Title